

1                   Do you send them a notice and say,  
2 "Sorry, but you're going up there as of  
3 tomorrow"?

4                   THE WITNESS: I think in the case  
5 of the NFL Network going to a sports tier, it  
6 was leaked in that somehow it got into the  
7 press, and the press really wrote an article  
8 before we had a chance to write a formal  
9 letter to the NFL. So my recollection is the  
10 press wrote the article. I got the call from  
11 Mr. Bornstein, and then we probably sent  
12 official notice shortly thereafter.

13                   JUDGE SIPPEL: Do we have a letter  
14 like that in the file anyplace? I mean, in  
15 the record has anybody produced that letter?

16                   MR. CARROLL: The Bornstein  
17 letter?

18                   JUDGE SIPPEL: Well, the letter  
19 that --

20                   THE WITNESS: Notification that  
21 we're moving it to a sports tier.

22                   MR. CARROLL: We can check. I

1 mean, I'm not sure it has been marked by  
2 either side, but the documents have all been  
3 produced, Your Honor.

4           JUDGE SIPPEL: All right. It's  
5 just kind of a raggedy edge there. They all  
6 of a sudden go up.

7           Now, does the fact that that  
8 leakage got to the press -- you know, that  
9 goes with the territory, I guess -- but the  
10 point is that was there any effort to kind of  
11 cushion it a little bit, you know, like take  
12 Mr. Tagliabue out to dinner and say, you know,  
13 "Paul, we're sorry, but here's what we've got  
14 to do"?

15           I mean, how does all of this go?  
16 Just all of a sudden he gets a cold shower one  
17 morning?

18           THE WITNESS: No, and perhaps  
19 there should have been. I do think we were  
20 worried about adverse press. I think one of  
21 the reasons why we didn't sort of six months  
22 in advance say we're planning on doing this at

1 the end of the football season is why do that  
2 and start to have full page ads in the  
3 Philadelphia Inquirer saying, "Subscribe to  
4 Direct TV and dump Comcast because they don't  
5 have the NFL Network"? I think there was some  
6 of that.

7           But I think you could argue that  
8 we should have given them a call or done  
9 something that was more friendly, if that's  
10 the right word, but the act of moving them to  
11 the sports tier was going to be a negative no  
12 matter what we did.

13           JUDGE SIPPEL: Well, as I said,  
14 maybe cushion it a little bit because it seems  
15 to me that there was an element of -- well,  
16 there was an element of I can't tell from the  
17 record right now the way I've heard it; I  
18 can't tell whether the element of friction  
19 preceded that, whether the element of friction  
20 was from January 27 on, but that's what I'm  
21 trying to piece together in my mind.

22           Okay. Then it became inevitable

1 that they were going to get tiered, right?  
2 Was it ever considered to, look -- in your  
3 strategy meetings, among your colleagues, you  
4 know, with the CEO -- that, look, we're going  
5 to have to do this and we're going to get this  
6 bad publication -- and I'm sure you can game  
7 plan all of the negatives that are going to  
8 happen. Why don't we just see if we can  
9 terminate the thing? Let's walk away from  
10 each other.

11           THE WITNESS: Well, I think you've  
12 rather have the product on the sports tier  
13 than not have it, for sure, if you had that  
14 right because let's say there's three percent  
15 of the people that really want to watch those  
16 eight games. If you don't have it, if you  
17 terminated the contract, those three percent,  
18 some portion of them, will leave Comcast and  
19 go to Direct TV to get those games.

20           So as long as you have those games  
21 and you have the right to put it on the sports  
22 contract, sports tier, I think you're better

1 off and you would keep that rather than  
2 terminating the contract.

3 JUDGE SIPPEL: Well, as I said,  
4 it's a business decision. I'm not trying to  
5 second guess it, but you're going from ■  
■ up to ■, and you've got a  
7 very, very unhappy partner.

8 THE WITNESS: I'm not sure. And  
9 had the right to terminate? That's another --

10 JUDGE SIPPEL: Well, no, I didn't  
11 say that you should just say you're fired, but  
12 I mean, maybe that would be the first letter.  
13 The formal letter would be, "Look. We're  
14 going to have to move you up, but if you want,  
15 we could take about an amicable termination,"  
16 or you know, whatever. I'm just wondering if  
17 that ever went through the game planning, the  
18 strategy session.

19 No?

20 THE WITNESS: No.

21 JUDGE SIPPEL: Wasn't even think -

22 -

1 THE WITNESS: No. I think we  
2 liked the fact that we had this right, this  
3 sports tiering right. We thought that was a  
4 positive.

5 JUDGE SIPPEL: It's kind of a --  
6 I'm trying to think. It's kind of a -- it's  
7 kind of a -- it kind of has the feeling of  
8 kind of an in terrorem provision that, you  
9 know, is like punitive damages in a contract  
10 or something. If they don't do it right,  
11 they're going to go up there and they're going  
12 to lose, you know -- I don't know what it is  
13 -- [REDACTED] subscribers and they're going to  
14 pay more.

15 THE WITNESS: Well, if you put  
16 yourselves in our position, when we launched  
17 the NFL Network without the games --

18 JUDGE SIPPEL: Yeah.

19 THE WITNESS: -- we didn't want to  
20 launch it, and in fact, Time Warner didn't  
21 launch it. Charter didn't launch it. You  
22 know, many, many cable companies chose not to

1 launch it, and so Mr. bornstein said, "You  
2 can't sit with the owners and make a  
3 presentation about getting games for Outdoor  
4 Life if out of the other part of their eye  
5 they're going to say, 'Wait a minute. These  
6 people haven't launched the NFL Network.'"

7           So if you want to get in the club  
8 and get to that table, you have to launch the  
9 NFL Network. So he said, "Okay. We will  
10 launch the NFL Network, but our worry is that  
11 you're leading us to the alter but then not  
12 marrying us, and if you lead us to the alter  
13 and don't give us the games, we want to be no  
14 worse off than we are right now."

15           And that's when we came up -- I  
16 guess we could have said we want the right to  
17 terminate, but what we came up with, which I  
18 think is better than the right to terminate,  
19 is the right to put it to a sports tier.

20           JUDGE SIPPEL: All right. Okay.  
21 Well, as I say, that's all I have. That's all  
22 I have.

1 MR. CARROLL: Nothing further,  
2 Your Honor.

3 MR. PHILLIPS: Your Honor, I just  
4 have one really quick question just to clear  
5 up a timing issue that came up. I think I can  
6 do it in a second.

7 RECROSS EXAMINATION

8 BY MR. PHILLIPS:

9 Q After the January phone call with  
10 Mr. Roberts and Commission Tagliabue, Comcast  
11 didn't have the right to put the NFL Network  
12 on the sports tier under the contract until  
13 after August 1st, correct?

14 THE WITNESS: I believe that's  
15 right.

16 JUDGE SIPPEL: August 1st of what  
17 year?

18 MR. PHILLIPS: Of 2006.

19 THE WITNESS: That could certainly  
20 be the case.

21 MR. PHILLIPS: That's it. Thank  
22 you.

1 JUDGE SIPPEL: That's it?

2 You're excused as a witness. I  
3 want to just caution you not to discuss your  
4 testimony, the fact of your testimony with any  
5 of the other witnesses from Comcast who might  
6 be coming after you. All right?

7 THE WITNESS: I will be very  
8 careful not to.

9 JUDGE SIPPEL: Mr. Roberts, et  
10 cetera. And other than that you can certainly  
11 consult with your counsel, and you're free to  
12 leave town.

13 THE WITNESS: Thank you.

14 JUDGE SIPPEL: All right. Thank  
15 you.

16 (The witness was excused.)

17 JUDGE SIPPEL: All right. Where  
18 do we start tomorrow? Do you know who the  
19 witness is going to be?

20 MR. CARROLL: Yes. We have  
21 another expert.

22 JUDGE SIPPEL: Another expert?

1 MR. CARROLL: Yes.

2 JUDGE SIPPEL: Oh, boy.

3 MR. CARROLL: Mr. Gerbrandt, and  
4 then we have three more fact witnesses.

5 JUDGE SIPPEL: Now, who will they  
6 be?

7 MR. CARROLL: We have Mr. Shell,  
8 Mr. Bond, and Mr. Roberts.

9 JUDGE SIPPEL: In that order?

10 MR. CARROLL: Yes. I've disclosed  
11 that order to the other side several days ago,  
12 as well.

13 Now, given the time situation  
14 we're in, it is possible that I will truncate  
15 that list in some fashion, but I have to have  
16 discussions because I want to make sure I get  
17 the pieces in before we finish this week that  
18 it makes sense to get in, but that's the list  
19 that we've currently got.

20 JUDGE SIPPEL: All right. That  
21 looks like a very generous day, to say the  
22 least, but you know, we can do two in the

1 morning and two in the afternoon. What  
2 worries me a little bit is about the expert  
3 though. They have a tendency of being -- I  
4 don't know if you'd call them slow, but  
5 they're not fast.

6 MR. CARROLL: I have noticed that.

7 JUDGE SIPPEL: Okay. All right.

8 Well, you know. You know what's going on.

9 MR. CARROLL: And that's one of  
10 the issues I want to actually think about.

11 JUDGE SIPPEL: All right. I don't  
12 know what time it is here, but we're in recess  
13 until 9:30 tomorrow morning.

14 Thank you very much.

15 (Whereupon, at 6:31 p.m., the  
16 hearing was adjourned, to reconvene at 9:30  
17 a.m., Friday, April 17, 2009.)

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